

EXHIBIT II, (cont'd)

	<u>BEFORE TRANSFER</u>		<u>AFTER TRANSFER</u>		Officer/ Board of Directors
	Common	Preferred**	Common	Preferred**	
Molly Stabler 13123 N.E. 31st Place Bellevue, WA 98005	1500/6%		1500/6%		
Gary L. Takacs 1600 IBM Building Seattle, WA 98101	667/3%		667/3%		

* Percentages do not sum precisely due to rounding.

** Preferred shareholders collectively hold the right to elect one of the five directors of West Coast United Broadcasting Co. ("West Coast"), and, if at any time two stock dividend payments are accrued and owing, they collectively have the right to elect an additional director.

Ojen Partners, L.P. and Ojen Partners II, L.P., are California Limited Partnerships. Kenneth Chung, 12 Middlebury Lane, Los Altos, California 94022, and Carson Chen are the general partners of Ojen Partners, L.P. Carson Chen is the sole general partner of Ojen Partners II, L.P.

With the proposed transactions, the number of outstanding shares of common stock of West Coast will remain 24,000 and the number of outstanding shares of preferred stock will increase from 200 to 525.

West Coast United Broad-
casting Co.
Application for Consent
to Transfer of Control
FCC Form 315

EXHIBIT III

Leo Chen, President, director, and a shareholder of West Coast United Broadcasting Co. ("West Coast") is the father of Carson Chen, a Vice President and the Treasurer of West Coast, a general partner in Ojen Partners, L.P., a shareholder in West Coast, and the sole general partner of Ojen Partners II, L.P., a proposed shareholder of West Coast.

None of the officers, directors, or present or proposed shareholders of West Coast or their principals or members of their immediate family have any interest in or connection with an AM, FM or television broadcast station except for KWBB(TV), the subject of the instant application.

Micheal L. Parker, Vice President and a director of West Coast, held jointly with his wife, Judith Parker, a stock interest in Pacific Rim Broadcasting Co., which was an applicant for a construction permit to modify its construction permit for KPRR-TV, Channel 14, Honolulu, Hawaii, to operate on Channel 5, FCC File No. BMPCT-830223KO, MM Docket No. 83-734. The application was dismissed by the Commission with prejudice effective March 12, 1984 pursuant to request by Pacific Rim Broadcasting Co. See Memorandum Opinion and Order, FCC 84M-1202, released March 12, 1984. An application of Micheal Parker for a new commercial television station on Channel 29

at Sacramento, California, FCC File No. BPCT-820824KJ, MM Docket No. 83-66, was dismissed with prejudice effective May 17, 1983 pursuant to request by Mr. Parker. See Memorandum Opinion and Order, FCC 83M-1594, released May 17, 1983. In addition, Micheal Parker is an officer, director, and shareholder of Mt. Baker Broadcasting Co., which was denied an application for extension of time of its construction permit for KORC(TV), Anacortes, Washington, FCC File No. BMPCT-860701KP. See Memorandum Opinion and Order, FCC 88-234, released August 5, 1988. Mt. Baker Broadcasting Co. has pending before the Commission a Petition for Reconsideration of that decision.

Lynnette Ellertson, Secretary and a shareholder of West Coast, was the sole shareholder of HCPA, Inc., whose application for a new commercial television station on Channel 33 at Anchorage, Alaska, FCC File No. BPCT-870331LF, MM Docket No. 88-288, was dismissed with prejudice effective July 27, 1988 pursuant to request by HCPA, Inc. See Order, FCC 88M-2410, released July 27, 1988. In addition, Lynnette Ellertson has pending an application for a new commercial television station on Channel 18 at Hartford, Connecticut, filed with the Commission on March 1, 1989.

Christopher Hirose, a Vice President, director, and a shareholder of West Coast, and Leo Chen held stock interests in Golden State Television, Inc., whose application for a new commercial television station on Channel 66 at Vallejo, California,

FCC File No. BPCT-790130LR, MM Docket No. 81-913, was dismissed with prejudice effective December 3, 1984 pursuant to request by Golden State Television, Inc. See Order, FCC 84M-5054, released December 3, 1984. Although there were unresolved reporting issues with respect to Golden State Television, Inc. in that proceeding pursuant to Sections 73.3514 and 1.65 of the Commission's Rules, no misrepresentation or other character issues were designated against Golden State Television, Inc. or its shareholders. See Memorandum Opinion and Order, FCC 83M-3468, released October 3, 1983; Initial Decision, FCC 84D-81, released December 31, 1984.

**Attachment J October 29, 1992 Amendment to the 314
application for assignment of license of
station KCBI, Dallas, TX**

J

LAW OFFICES
BROWN NIETERT & KAUFMAN, CHARTERED
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OCT 29 1992
FEDERAL COMMUNICATIONS
COMMISSION
SECRETARY

October 29, 1992

Ms. Donna Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W., #342
Washington, D.C. 20554

RE: KCBI
Dallas, Texas

Dear Ms. Searcy:

On behalf of our client, Two If By Sea Broadcasting Corporation, there are submitted herewith an original and two copies of an amendment to its application to acquire the license of International Shortwave Radio Station KCBI, Dallas, Texas.

Please direct any inquiry concerning this submission to the undersigned.

Very truly yours,



Eric S. Kravetz


Enclosure
cc(w/encl.): Andree Ellis

EXHIBIT 46
ATTACHMENT J
PAGE J1

RE: KCBI

Please amend the application by Two If By Sea Broadcasting Corporation to acquire Station KCBI from Criswell Center for Biblical Studies by including the attached statements.

Date: 10/28/92


**President
Two If By Sea Broadcasting
Corporation**

Re: Two If By Sea Broadcasting Corporation

Two If By Sea Broadcasting Corporation ("Two If By Sea") has applied for authority to acquire Station KCBI from Criswell Center for Biblical Studies. As part of that application, Two If By Sea listed applications in which its officers, directors and principals had held interests and which were dismissed at the request of the applicant. This will confirm that no character issues had been added or requested against those applicants when those applications were dismissed.

Dated:

Oct. 27, 1992

By:



President

Two if By Sea Broadcasting
Corporation.

Re: KCBI International

Criswell Center for Biblical Studies ("Criswell"), licensee of Radio Station KCBI International, has joined in an application for assignment of license of KCBI International to Two If By Sea Broadcasting Corporation. In connection with said application, Criswell has identified other broadcast interests and applications, including applications which were dismissed at the request of Criswell. This is to confirm that no character issues had been added or requested against Criswell when those applications were dismissed.

28 October 1992


Vice-president

**Exhibit 47 TESTIMONY OF GEORGE MATTMILLER
plus Attachment A - G**

Testimony of George Alan Mattmiller, Jr.

1. My full name is George Alan Mattmiller, Jr. My permanent address is 1053 Madison Avenue, Apartment #3, Reading, Pennsylvania 19601. I have been employed at Reading Broadcasting, Inc. (hereinafter "RBI"; WTVE"; the "Station") on and off for a number of years, beginning in August, 1989, when I was hired as Station Manager. I served in this capacity until February, 1992. At that point, I took a hiatus to pursue independent projects. Subsequent to that, I was employed by the Station on a periodic as-needed basis, performing in the capacity of Assistant General Manager.

2. During the entirety of the 1989-94 license term, Home Shopping Network ("HSN", the "Network"), was WTVE's primary - but not sole - source of programming. A close working relationship with the network more than enables me to understand the mechanisms and nuances of the approximate 392 hours contained in the 66 VHS videotapes prepared for Adams Communications Corp. during June of 1994, copies of which have been produced to RBI in the course of this action and which I have been asked to analyze.

3. I have reviewed the entirety of the approximate 392 hours of Home Shopping Club ("HSC") programming from the dates specified on the VHS tapes recorded in June of 1994. Those dates are listed in the Tape Inventory Sheet, Attachment B.

4. Each videotape contains roughly six hours of programming, with the exception of Tape #2 from "Group A" (recorded on June 1, 1994). Tape #2 was recorded in standard play instead of extended play. In addition, many tapes contained brief albeit frequent sections of snow and static due to any number of conditions that could include tape degradation and operator error. However, no breaks were compromised in the final analysis.

5. I can attest to the fact that no portion or frame of tape that I reviewed contains any reference to commercial UHF television station WTVE-TV 51, licensed to Reading, Pennsylvania. This includes any WTVE station ID, any retransmission of a WTVE satellite feed, any locally produced public affairs programs, any local public service announcements, any children's programs, any local commercial insertions, or any other evidence whatsoever of a local broadcast presence. Attachment A hereto includes a copy of

Date	6-12-00
Reporter	John Delino
Disposition	
Presented by	Readings
Docket No.	MM 99-152
Federal Communications Commission	
Exhibit No.	47

WTVE's program logs for the corresponding days on which the videotapes were made (except for the June 19, 1994 program log, which I could not locate). Instead, the tapes represent recorded portions of the cable version of Home Shopping Club, wholly separate and distinct from the version which the network fed to its broadcast owned & operated and affiliate stations during that time period.

6. In the approximate 392 hours of recorded programming, there was not a single commercial announcement - national, regional or otherwise. Instead, the network inserted promotional announcements for upcoming selling segments. Many featured the celebrities whose goods and product lines were being sold. There were also network ID's - associated more with national cable branding efforts - than for the purpose of identifying any specific community or municipality.

7. At approximately 50 minutes after each hour, a series of promotional announcements, network ID's and national-interest public service announcements (Missing Childrens Help Center) are inserted into the sales programming. The duration is between three and four minutes, as explained in Attachment C. Every break contains a five-second network identification of the Home Shopping Club consisting of the Home Shopping Club logo and the words "Home Shopping Club" being sung in a jingle.

8. In some - but not all - breaks, in addition to the series of Home Shopping Club promotional spots and the aforementioned five-second audio and visual identification of the Home Shopping Club, the retransmission is identified by a longer network identification of the Home Shopping Club that lasts roughly 30 seconds and consists of a depiction of the Home Shopping Club logo, the words "Home Shopping Club" being sung in an extended jingle, and the following voiceover announcement:

"You're watching America's original shop at home television service, bringing you 24 hours of savings, fun and excitement every day. Live from Tampa Bay, Florida, it's the Home Shopping Club."

9. The only public service announcements in evidence are produced for national consumption by the Missing Children Help Center, located in Tampa, Florida (please see Attachment D).

10. These 30-second PSA's appear to be rotated on a "Run of Schedule" basis, sometimes as much as six times during a six-hour block of videotape; in other instances, not at all during a corresponding six-hour period. Please refer to Attachment E for a breakdown of frequency. Based on my review, the spots would seem to average out at two to three times during a six-hour period. All spots occur within the regularly scheduled HSC break at fifty minutes after the hour, usually immediately following the five-second Home Shopping Club ID.

11. Referring to Attachment E, in the approximate 392 hours of videotaped HSC programming, there are a total of 65.5 30-second PSA's advising the viewership of missing or abducted children. The ".5" is due to the fact that one of the spots was up-cut by the network after only one of the children was shown.

12. Attachment E depicts how the public service announcements are platformed - identifying two missing children in each 30-second increment, including names, dates of birth, where they were last seen, the location from which they were missing and a brief description of the circumstances surrounding their disappearances. Photos accompany the text and narration.

13. Many of the Missing Children Help Center PSA's were frequently repeated. There were a total of 40 children profiled on the tapes.

14. Of the 40 missing children identified on the videotapes, four were identified as having been from, or last seen in Pennsylvania. Of those four children who were missing from Pennsylvania, only one is identified as having been from, or having last been seen in the Philadelphia-Wilmington-Atlantic City combined Metropolitan Statistical Area (please see Attachment F).

-4.-

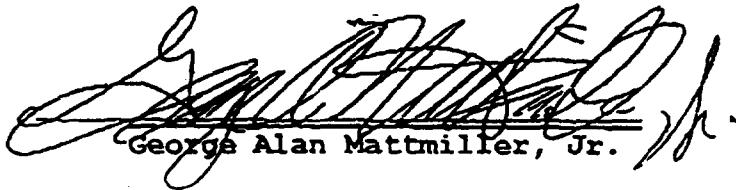
15. None of the missing children are identified as having been from or having last been seen in the Reading, Pennsylvania Metropolitan Statistical Area. The closest case was one thirty-second PSA involving a missing child in the Philadelphia DMA. See Attachment G.

16. Anyone reviewing the tapes could have checked the source of the program material that was taped by calling the toll-free HSC number that appeared on the screen regularly throughout the tapes.

Supporting Declaration

I, George Alan Mattmiller, Jr., hereby swear under penalty of perjury under the laws of the United States of America that the foregoing "Testimony of George Alan Mattmiller, Jr.", consisting of 4 pages plus Attachments A-G, is true and accurate to the best of my belief and knowledge.

Executed this 16 day of May, 2000.


George Alan Mattmiller, Jr.

ATTACHMENT B

Home Shopping Club Tape Inventory Sheet

All Running Times Approximate

BLOCK "A"

Tape #1:	06/01/94	6 hrs.
Tape #2:	06/01/94	2 hrs. (recorded in standard play)
Tape #3:	06/01/94	6 hrs.
Tape #4:	06/01/94	6 hrs.

BLOCK "B"

Tape #1:	06/13/94	6 hrs.
Tape #2:	06/13/95	6 hrs.
Tape #3:	No tape exists.	
Tape #4:	06/14/94	6 hrs.

BLOCK "C"

Tape #1:	06/16/94	6 hrs.
Tape #2:	06/16/94	6 hrs.
Tape #3:	06/16/94	6 hrs.
Tape #4:	06/16/94	6 hrs.

BLOCK "D"

Tape #1:	06/17/94	6 hrs.
Tape #2:	06/17/94	6 hrs.
Tape #3:	06/17/94	6 hrs.
Tape #4:	06/17/94	6 hrs.

BLOCK "E"

Tape #1:	06/18/94	6 hrs.
Tape #2:	06/18/94	6 hrs.
Tape #3:	06/18/94	6 hrs.
Tape #4:	06/18/94	6 hrs.

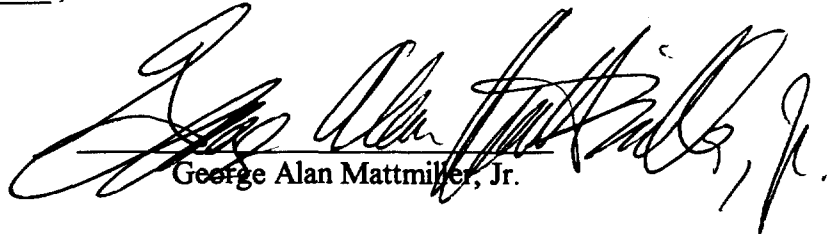
BLOCK "F"

Tape #1:	06/19/94	6 hrs.
Tape #2:	06/19/94	6 hrs.
Tape #3:	06/19/94	6 hrs.
Tape #4:	No tape exists.	

Supporting Declaration

I, George Alan Mattmiller, Jr., hereby swear under penalty of perjury of the laws of the United States and the Commonwealth of Pennsylvania, that the foregoing "Testimony of George Alan Mattmiller, Jr." was prepared by me for submission to the Federal Communications Commission and that my testimony is true and accurate to the best of my knowledge and belief.

Executed this 9th day of June, 2000.


George Alan Mattmiller, Jr.

Reading Exh. bit 47
Page 5

Attachment A	WTVE PROGRAM LOGS FOR JUNE 1994
Attachment B	HOME SHOPPING CLUB TAPE INVENTORY SHEET
Attachment C	PROMOTIONAL/PSA/ID BREAK COUNT
Attachment D	MISSING CHILDREN HELP CENTER
Attachment E	MISSING CHILDREN HELP CENTER - A BREAKDOWN OF SPOTS
Attachment F	CHILDREN MISSING FROM PENNSYLVANIA
Attachment G	ANALYSIS OF BREAKS

Home Shopping Club Tapes
Being Offered into Testimony
Inventory of Tapes Received:

Received Tapes 05/09/00, 11:30AM

BLOCK "A"

Tape #1: 06/01/94 - 12:05AM-06:17AM
Tape #2: 06/01/94 - 06:17AM-12:25PM ✓
Tape #3: 06/01/94 - 12:28PM-06:30PM
Tape #4: 06/01/94 - 06:40AM-12:30AM
+ 6/02/94 ✓

BLOCK "B"

Tape #1: 06/13/94
Tape #2: 06/13/95 ✓
Tape #3: NO TAPE
Tape #4: 06/14/94

BLOCK "C"

Tape #1: 06/16/94
Tape #2: 06/16/94 ✓
Tape #3: 06/16/94
Tape #4: 06/16/94

BLOCK "D"

Tape #1: 06/17/94
Tape #2: 06/17/94 ✓
Tape #3: 06/17/94
Tape #4: 06/17/94

BLOCK "E"

Tape #1: 06/18/94
Tape #2: 06/18/94 ✓
Tape #3: 06/18/94
Tape #4: 06/18/94

BLOCK "F"

Tape #1: 06/19/94
Tape #2: 06/19/94
Tape #3: 06/19/94
Tape #4: NO TAPE

(no log for the 19th?)

BLOCK "G"

Tape #1: 06/20/94
Tape #2: 06/20/94 ✓
Tape #3: 06/20/94
Tape #4: 06/20/94

May 9, 2000

Home Shopping Club Tapes Being Offered into Testimony, Inventory of Tapes

Page 2

BLOCK "H"

Tape #1: 06/21/94
Tape #2: 06/21/94
Tape #3: 06/21/94
Tape #4: 06/21/94

✓

BLOCK "I"

Tape #1: 06/22/94
Tape #2: 06/22/94
Tape #3: 06/22/94
Tape #4: 06/22/94

✓

BLOCK "J"

Tape #1: 06/23/94
Tape #2: 06/23/94
Tape #3: 06/23/94
Tape #4: 06/23/94

✓

BLOCK "K"

Tape #1: 06/24/94
Tape #2: 06/24/94
Tape #3: 06/24/94
Tape #4: 06/24/94

✓

BLOCK "L"

Tape #1: 06/25/94
Tape #2: 06/25/94
Tape #3: 06/25/94
Tape #4: 06/25/94

✓

BLOCK "M"

Tape #1: 06/26/94
Tape #2: 06/26/94
Tape #3: 06/26/94
Tape #4: 06/26/94

✓

May 9, 2000

Home Shopping Club Tapes Being Offered into Testimony, Inventory of Tapes

Page 3

BLOCK "N"

Tape #1:	06/27/94
Tape #2:	06/27/94
Tape #3:	06/27/94
Tape #4:	06/27/94

✓

BLOCK "O"

Tape #1:	06/28/94
Tape #2:	06/28/94
Tape #3:	06/28/94
Tape #4:	06/28/94

✓

BLOCK "P"

Tape #1:	06/29/94
Tape #2:	06/29/94
Tape #3:	06/29/94
Tape #4:	06/29/94

✓

BLOCK "Q"

Tape #1:	06/30/94
Tape #2:	06/30/94
Tape #3:	06/30/94
Tape #4:	06/30/94

✓

TV DISCREPANCIES AND EQUIPMENT FAILURE REPORT

Wednesday,
Date June 1, 1994

TIME IN	NAME	TIME OUT
1000	GREG BRISSEN	0800
300	Kimberly Brumby	1600
1600	Daniel J. Hild	0000

TIME IN	NAME	TIME OUT

TIME: 061703	DURATION: 1:30	EQUIPMENT:	INITIALS: GB
PROBLEM: Didn't do weather due to editing			
BAW TEC NOT INSTEAD			
CORRECTION:			
PREVENTION:			

TIME: 1717	DURATION: 4:00	EQUIPMENT: PA-66	INITIALS: DV
PROBLEM: Replaced "Nation's Update" (PA-66) with PA-42			
"Take 3" because Nation's Update wasn't			
used taped yet.			
CORRECTION:			
PREVENTION:			

TIME: 1821	DURATION: 2 sec.	EQUIPMENT: VTR# 1	INITIALS: DV
PROBLEM: 'Major' lead clog during playing of Berks Co.			
Literacy spot (PA-12).			
CORRECTION:			
PREVENTION:			

TIME:	DURATION:	EQUIPMENT:	INITIALS:
PROBLEM:			
CORRECTION:			
PREVENTION:			

TIME:	DURATION:	EQUIPMENT:	INITIALS:
PROBLEM:			
CORRECTION:			
PREVENTION:			

TIME:	DURATION:	EQUIPMENT:	INITIALS:
PROBLEM:			
CORRECTION:			
PREVENTION:			

TIME:	DURATION:	EQUIPMENT:	INITIALS:
PROBLEM:			
CORRECTION:			
PREVENTION:			